

ULTIMATE
MARVEL[®]
TEAM-UP



ISSUE

5

IRON MAN[®]

SPIDER-MAN[®]

&

PART TWO OF TWO

ACCIDENTALLY BITTEN BY A GENETICALLY ALTERED SPIDER, TEENAGER PETER PARKER NOW FINDS HIMSELF WITH THE PROPORTIONATE ABILITIES OF A SPIDER -- STRENGTH, AGILITY, A SPIDER-LIKE SIXTH SENSE WARNING HIM OF PERSONAL DANGER. AND MOST AMAZING OF ALL, PETER CAN WALK ON WALLS. ARMED WITH HOMEMADE WEB-SHOOTERS AND A STRONG BELIEF THAT "WITH GREAT POWER THEN MUST COME GREAT RESPONSIBILITY" PETER FEARLESSLY DONS THE COSTUME OF...

SPIDER-MAN

TONY STARK IS IRON MAN. WITH HIS IRONTECH ARMOR, A REVOLUTIONARY MIXTURE OF BIOCHEMICAL ENGINEERING AND ROBOTICS, TONY STARK HAS FIGURED OUT A WAY TO SAVE HIS OWN LIFE FROM A DEGENERATIVE BRAIN TUMOR WHILE AT THE SAME TIME GIVING HIM AMAZING POWERS.

EVEN THOUGH THE WHOLE WORLD KNOWS TONY STARK IS IRON MAN, NO ONE KNOWS HOW HE DOES IT -- FOR TONY STARK WILL NEVER SELL HIS AMAZING IRONTECH INVENTION FOR FEAR THAT IT WILL BE USED AS A WEAPON OF MASS DESTRUCTION. THAT IS THE PRICE AND THE RESPONSIBILITY OF BEING THE RED AND GOLDEN KNIGHT OF A MODERN TIME...

IRON MAN

PREVIOUSLY...

PETER PARKER WINS AN ESSAY CONTEST TO MEET HIS HERO, TONY STARK, IN PERSON AT A SCIENCE EXPO BEING HOSTED BY STARK INTERNATIONAL AT THE UNITED NATIONS. TONY STARK REFUSES YET ANOTHER OFFER FOR HIS INVENTION, THIS ONE BY A SMALL DICTATORSHIP KNOWN AS LATVERIA. WHEN TONY ARRIVES AT HIS OWN SCIENCE EXPO, UNKNOWN ARMORED ASSAILANTS ATTACK HIM. WHEN TONY CONFRONTS THEM AS IRON MAN, HE IS SURPRISED TO FIND HIMSELF THE VICTIM OF A POWER STASIS FIELD THAT IMMOBILIZES HIS ARMOR AND SENDS HIM CRASHING TO THE GROUND. FOR THE FIRST TIME, TONY FINDS HIMSELF FROZEN IN A METAL PRISON OF HIS OWN DESIGN AS HIS ASSAILANTS DESCEND TO KIDNAP HIM. PETER MAKES HIS WAY THROUGH THE PANICKED CROWD TO SEE IF HE CAN HELP HIS FALLEN HERO.

10 TEN YEARS AGO, GUATEMALA.

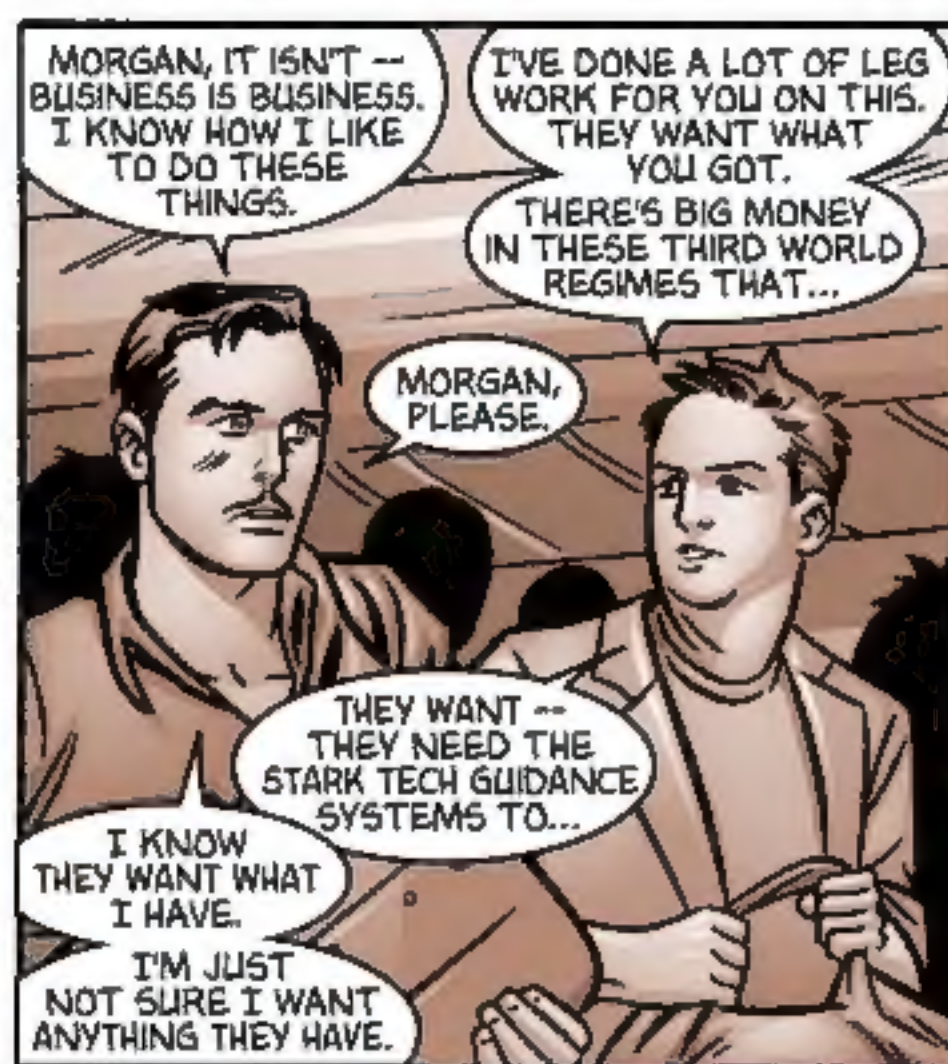
PLEASE
REMAIN SEATED
UNTIL WE COME
TO A COMPLETE
STOP.

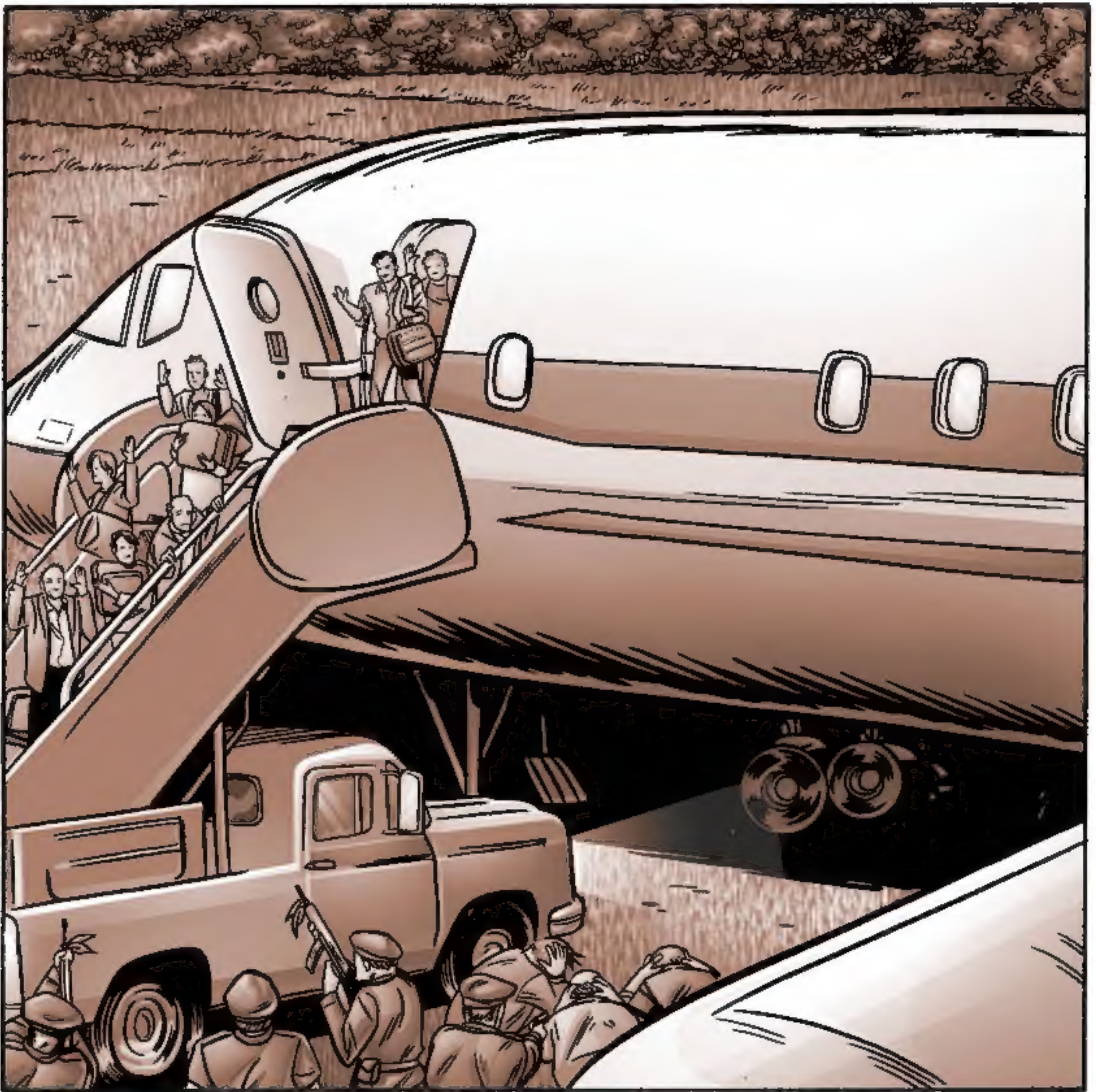
MORGAN,
I'M JUST USED
TO DOING THINGS
MYSELF.

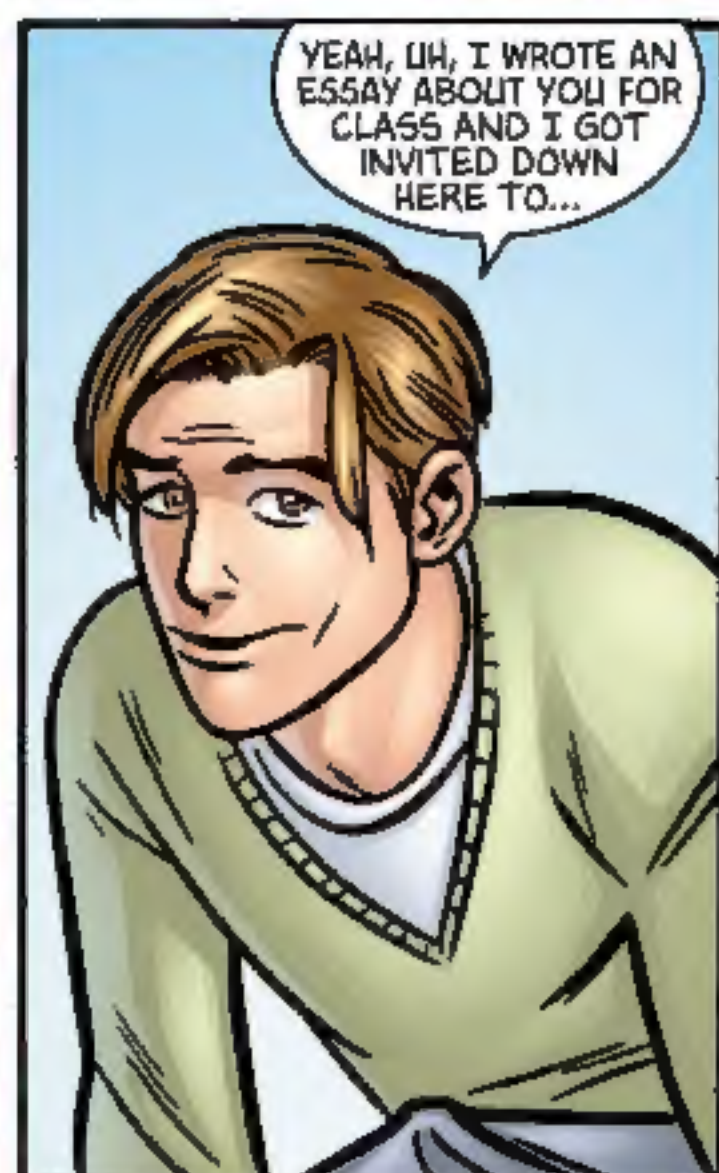
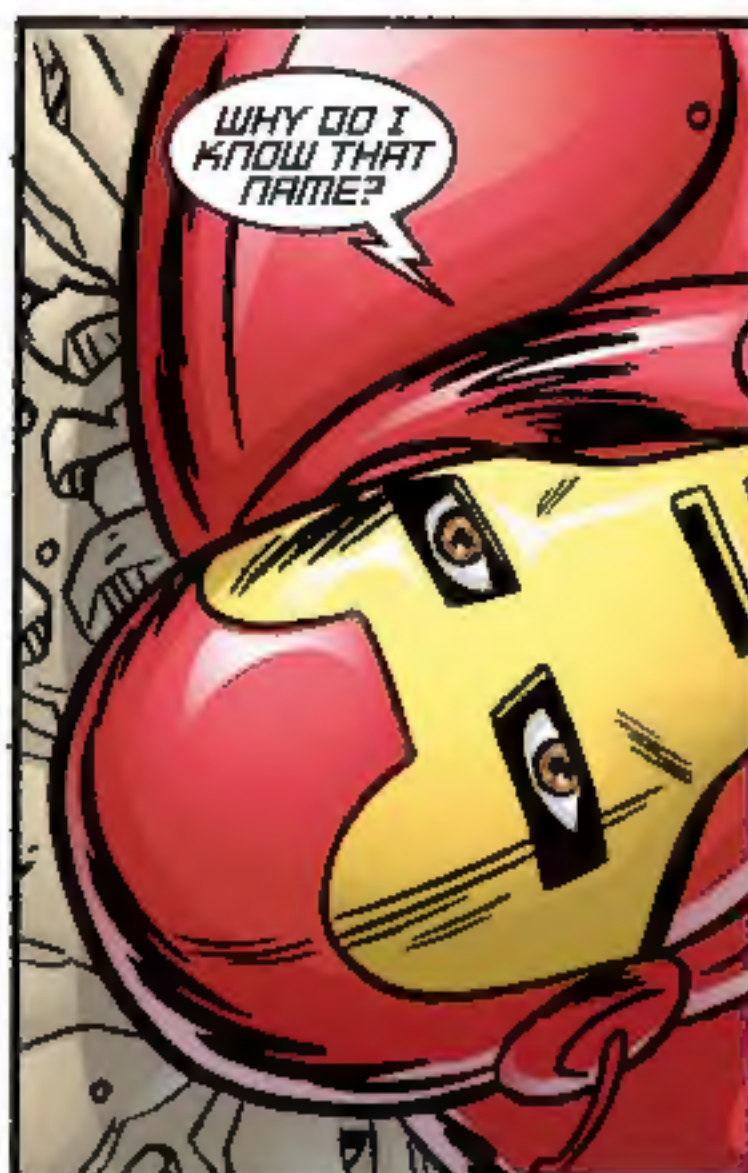
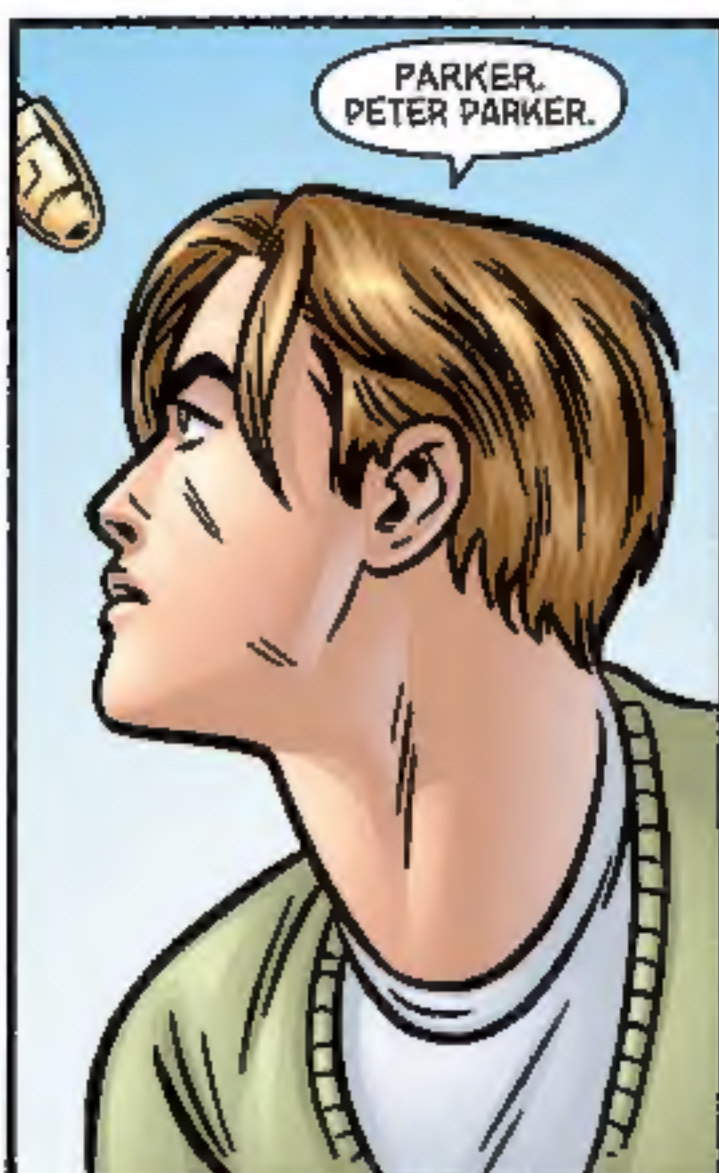
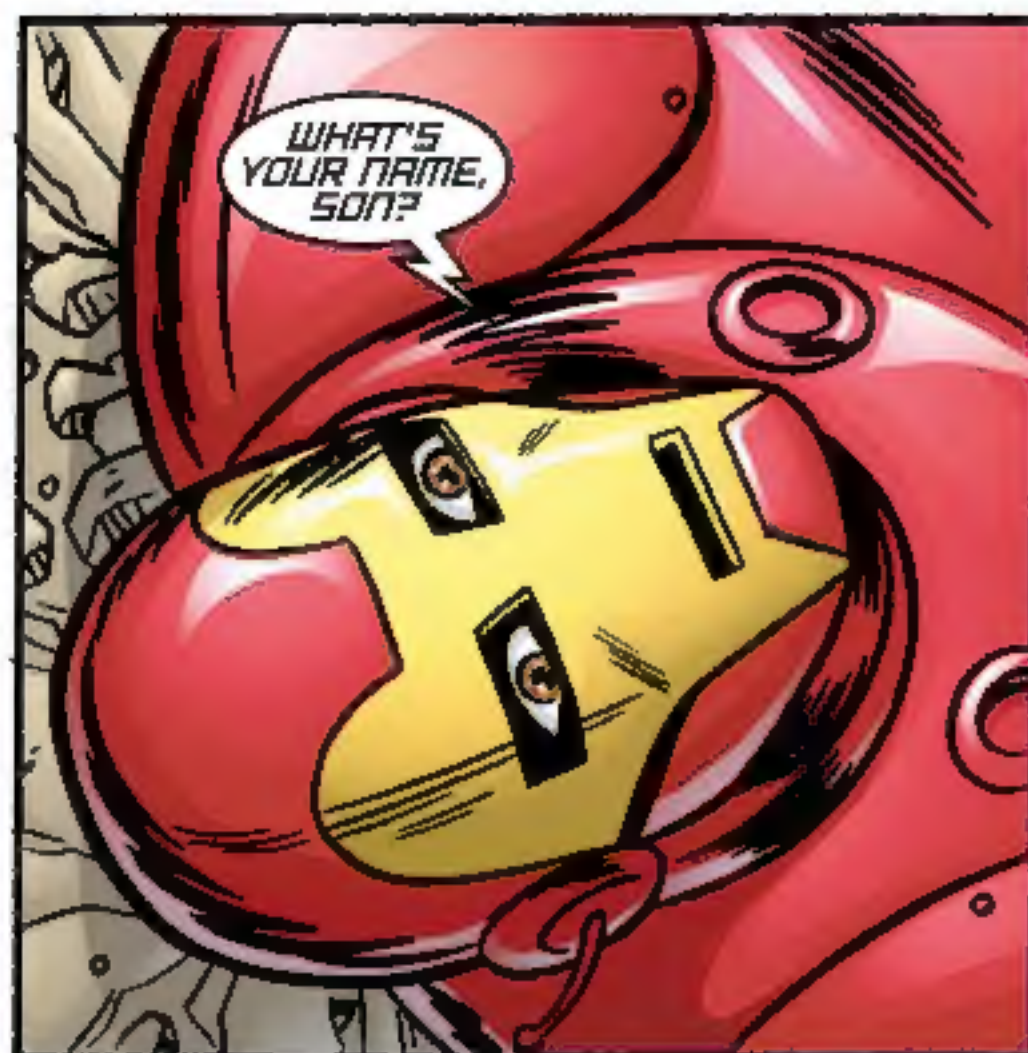
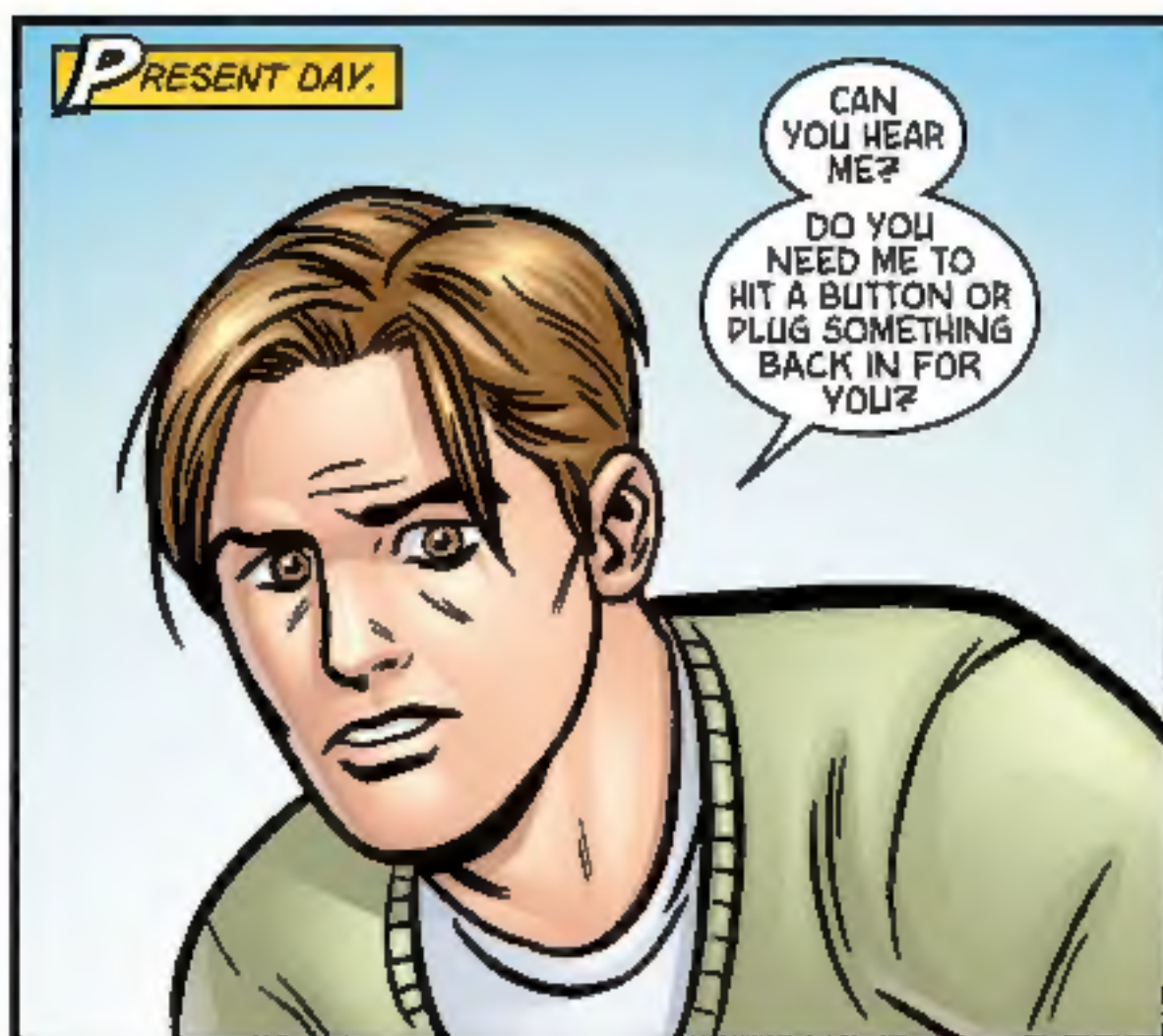
COME ON, TONY,
I'M YOUR POINT MAN
ON THIS, JUST -- JUST STOP
THINKING OF ME AS YOUR
LITTLE COUSIN.

I'M TELLING YOU
THE POLITICAL CLIMATE
DOWN HERE IS RIPE FOR
THIS KIND OF DEAL...

SURE.







BRIAN MICHAEL BENDIS STORY MIKE ALLRED ART JC COLORS
RICHARD STARKINGS & COMICRAFT'S WES ABBOTT LETTERS
BRIAN SMITH ASSISTANT EDITOR RALPH MACCHIO EDITOR
JOE QUESADA EDITOR IN CHIEF BILL JEMAS PRESIDENT



"NO UPDATE YET FROM AUTHORITIES
ON THE MYSTERIOUS DISAPPEARANCE
OF TRANSLAN FLIGHT 409.

"THE FLIGHT WAS LAST SEEN OVER
GUATEMALAN AIR SPACE, BUT REPORTS
HAVE INDICATED THAT THE SIGNAL TO
THE FLIGHT WAS LOST OVER THE
DENSE JUNGLE AREA OF THAT LAND.

"FORMER CHILD STAR TONY STARK,
WHO IS NOW CONSIDERED AN UP AND
COMING TECHNOLOGIES INDUSTRIALIST,
WAS AMONG THOSE ON THE PLANE.

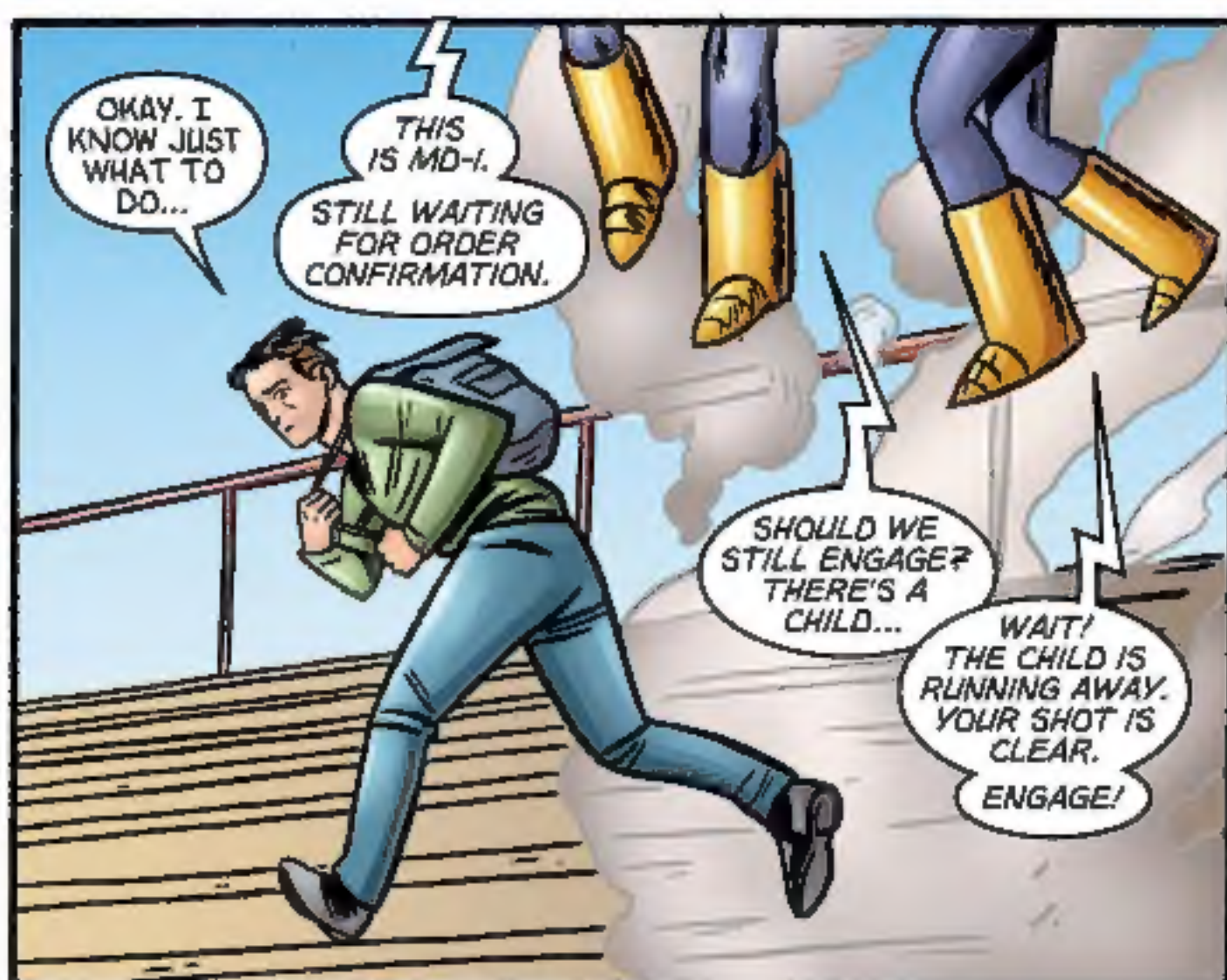
"SPECULATION ABOUT THE PLANE'S
DISAPPEARANCE HAVING ANYTHING
TO DO WITH RECENT REBEL
UPRISINGS IN THAT COUNTRY
HAS NOT BEEN RULED OUT.

"WE WILL BRING YOU NEW
INFORMATION AS IT
BECOMES AVAILABLE. DAVE?"

"AND OF COURSE -- OUR
HEARTS GO OUT TO THE
FAMILIES OF THE MISSING
PASSENGERS.

"PLEASE STAY HERE AT
FOX 5 FOR UPDATES."

"COUGH"





WHOEVER YOU ARE...
JUST KNOW --
YOU HAVE JUST COMMITTED SUICIDE.



I KNOW THIS PROBABLY ISN'T THE TIME... BUT IT REALLY IS AN HONOR TO MEET YOU, MR. STARK.

OPERATION SILENCE M-I. DON'T MAKE ME TELL YOU AGAIN.

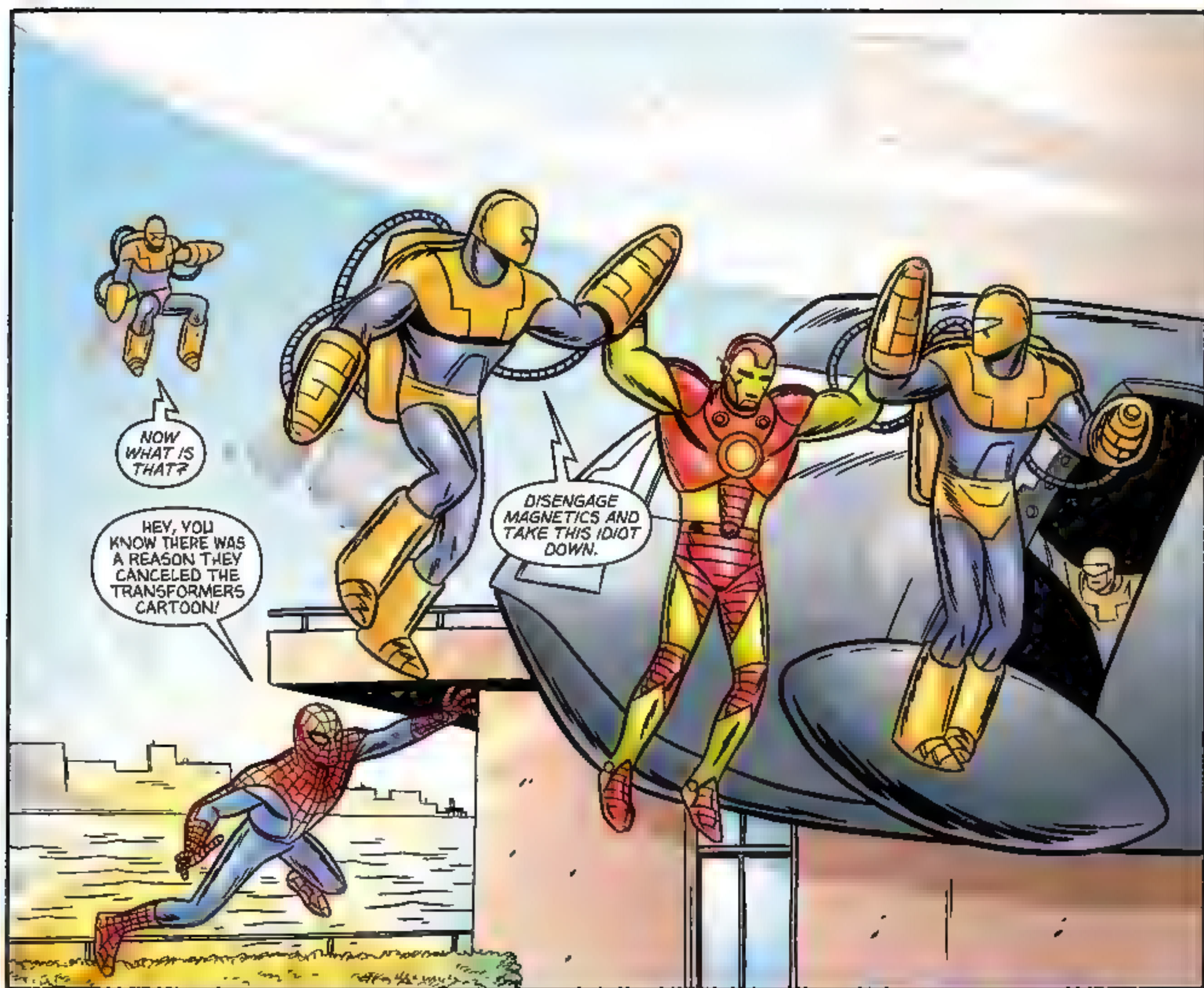
WELL, IMAGINE WHAT AN HONOR IT WILL BE...



...WHEN I MELT YOU INTO THE SHAPE OF A GRAMMY AWARD.

"TONY, YOU LOOK TERRIBLE."





MAN, YOU KIDS ARE LUCKY BECAUSE WHEN I WAS A KID, ALL WE HAD TO PLAY WITH WERE BIG WHEELS.

AAH! GET OFF!

CAN I ASK YOU A TECHNICAL QUESTION? I'M KIND OF A SCIENCE GEEK MYSELF...

WHAT DO YOU THINK WOULD HAPPEN IF I TOOK THIS HERE...?

...AND THIS ONE HERE... WHOA!

HEY! YOU'RE SHOOTING AT ME NOW?!

CEASE FIRE. DO NOT DAMAGE THE ARMOR SUITS. I REPEAT ..

.. AND WHAT IF I TOOK THIS AND PUT IT HERE?

REPEAT -- THE ARMOR IS OUT THE OF COPTER.

SYSTEMS RESPOND

PLEASE STAND BY...

SURE...

...AND WHAT IF I TOOK THIS AND PUT IT HERE?

DDFI SYSTEMS RESPOND

PLEASE STAND BY...

SHIELDS UP PLEASE

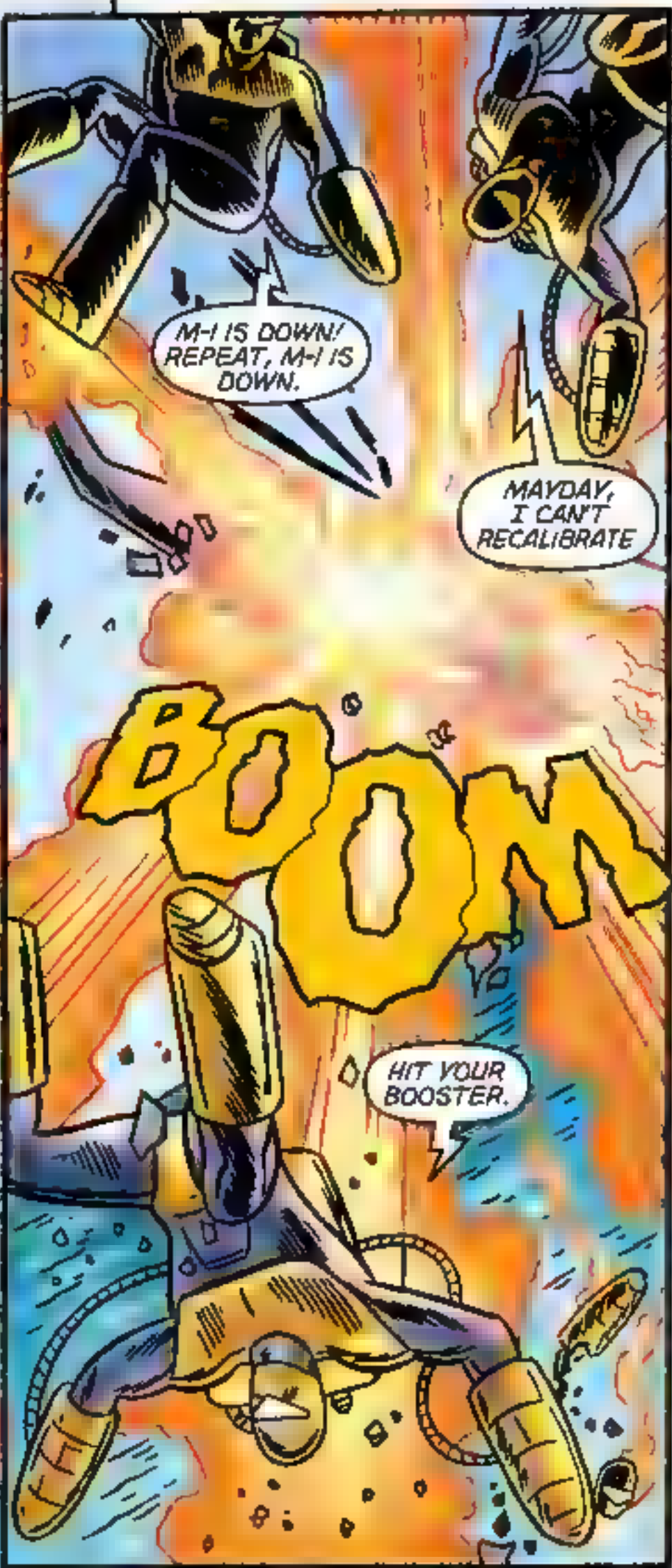
PLEASE STAND BY...

HOW DID THEY DO THIS TO THE ARMORTECH?

PLEASE STAND BY...

...AND TOOK SOME OF THIS STUFF AND PUT IT IN HERE?

NO, NO, WHAT ARE YOU DOING?





I KNOW YOU ARE WONDERING WHY YOU ARE HERE.

WONDERING WHO WE ARE TO UPSET YOUR LIVES SO ABRUPTLY, YES?

MY NAME IS JESUS HAYEK.

I AM KNOWN TO BE THE LEADER OF A GROUP CALLED THE RED DEVIL.

YOU MAY HAVE SEEN ME IN NEWSWEEK.

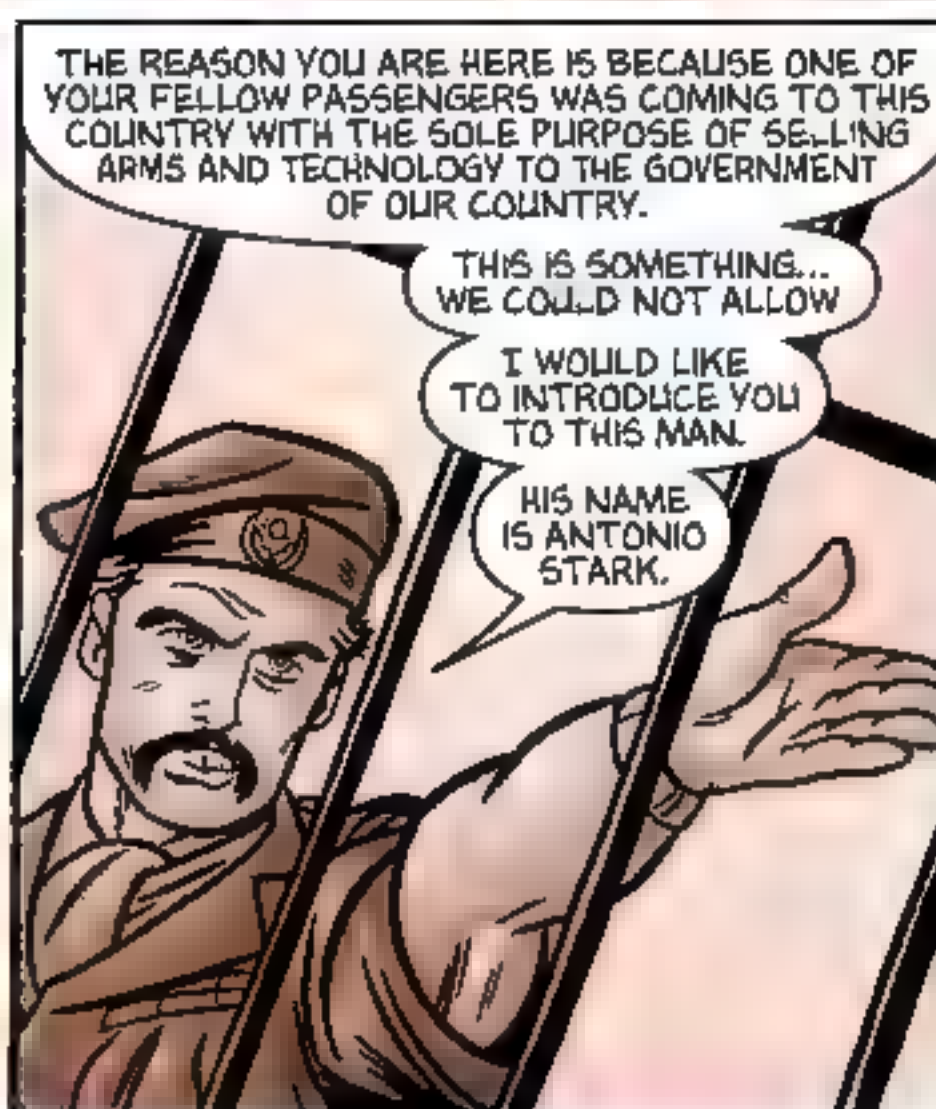


OH, NO.

WHO?

OH, MY GOD...

WHAT DOES THAT MEAN?



THE REASON YOU ARE HERE IS BECAUSE ONE OF YOUR FELLOW PASSENGERS WAS COMING TO THIS COUNTRY WITH THE SOLE PURPOSE OF SELLING ARMS AND TECHNOLOGY TO THE GOVERNMENT OF OUR COUNTRY.

THIS IS SOMETHING... WE COULD NOT ALLOW

I WOULD LIKE TO INTRODUCE YOU TO THIS MAN.

HIS NAME IS ANTONIO STARK.



IS THIS TRUE?



WHAT WE NEED FROM YOU, MR STARK...

...IS FOR YOU TO HAND OVER WHATEVER TECHNOLOGIES YOU HAVE TO US.

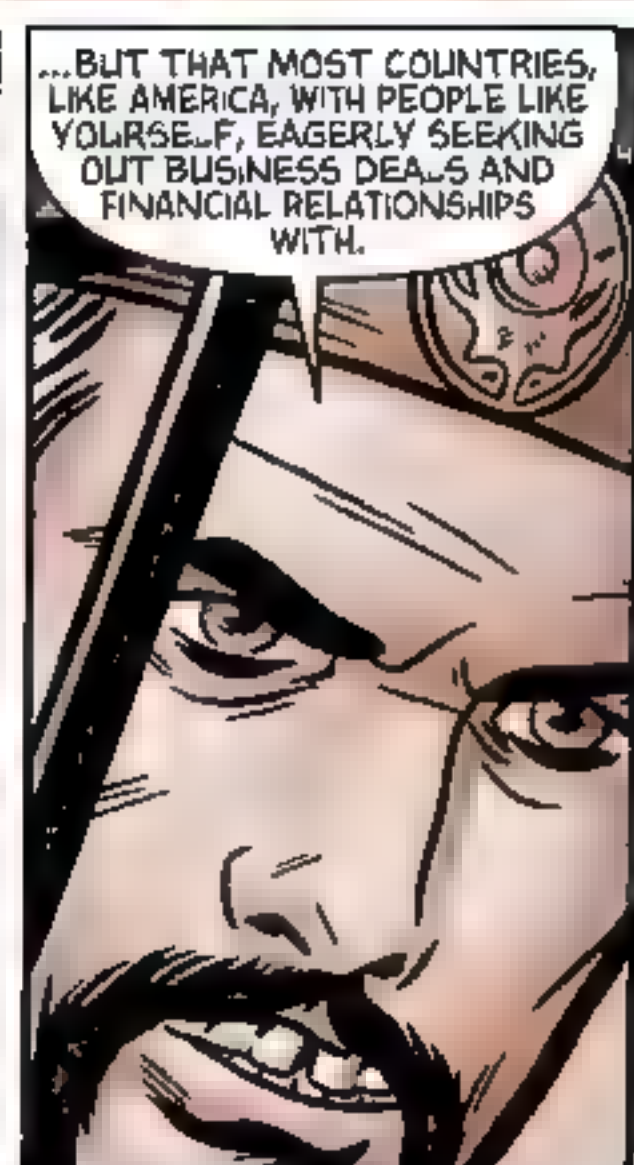
BY DOING THIS -- YOU WILL SAVE THE LIVES OF EVERY PERSON IN THIS ROOM.



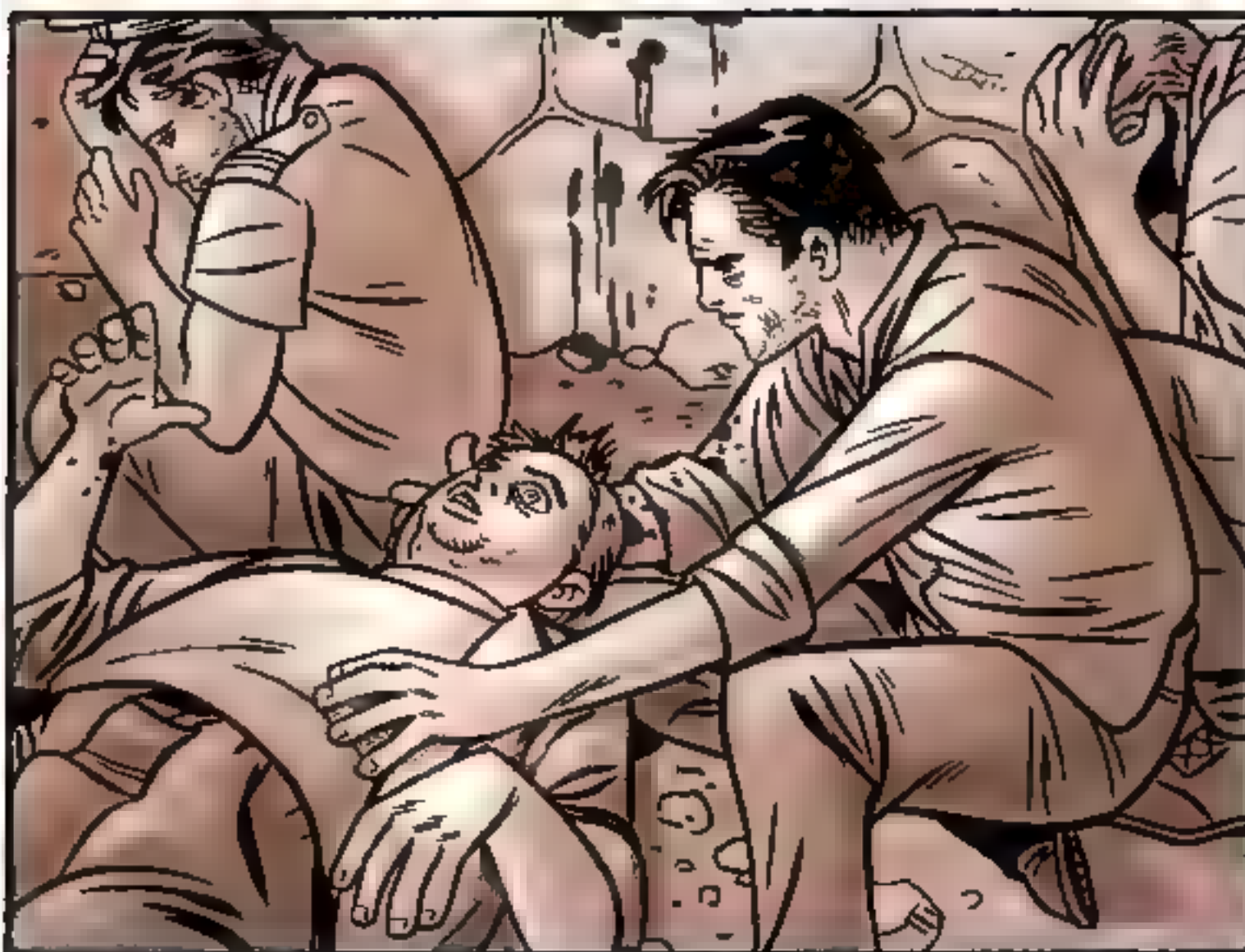
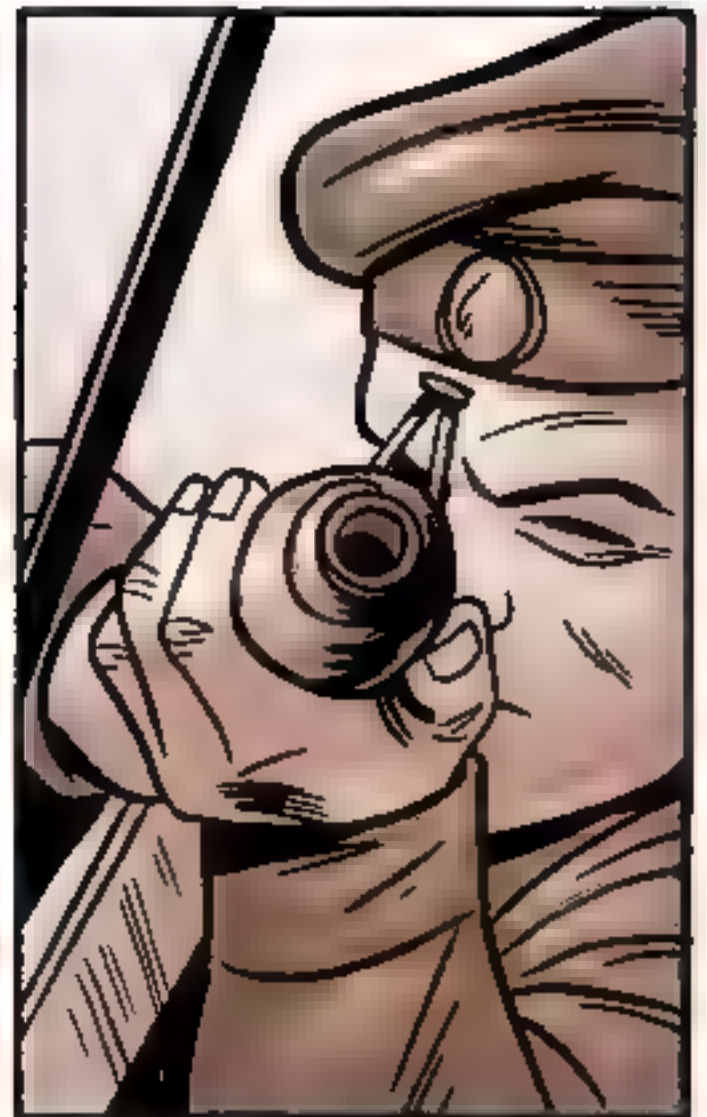
YOU MUST UNDERSTAND OUR POSITION. I AM A SOLDIER. AND THE DEATHS OF YOUR FELLOW PASSENGERS WILL MEAN NOTHING TO ME.

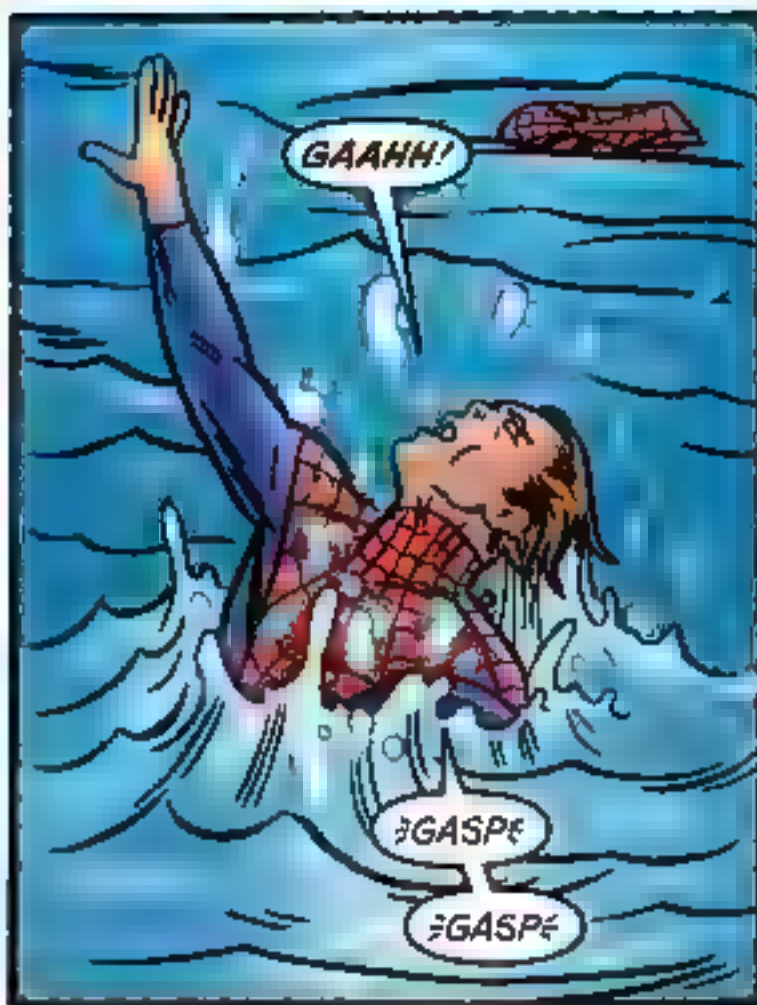
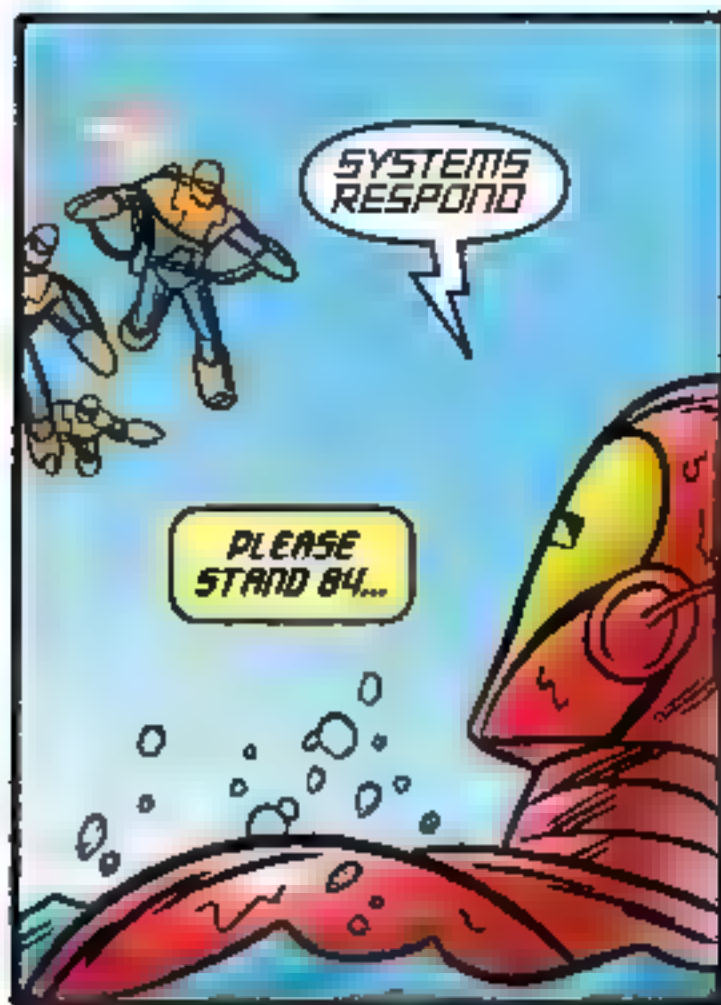
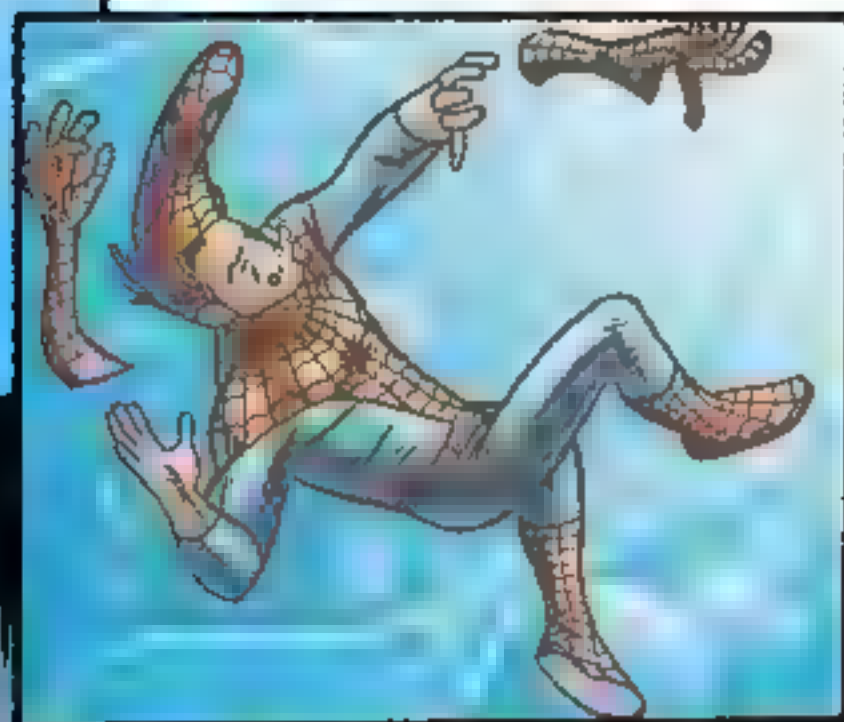
THE PEOPLE OF THIS COUNTRY ARE BEING MURDERED IN THE STREETS...

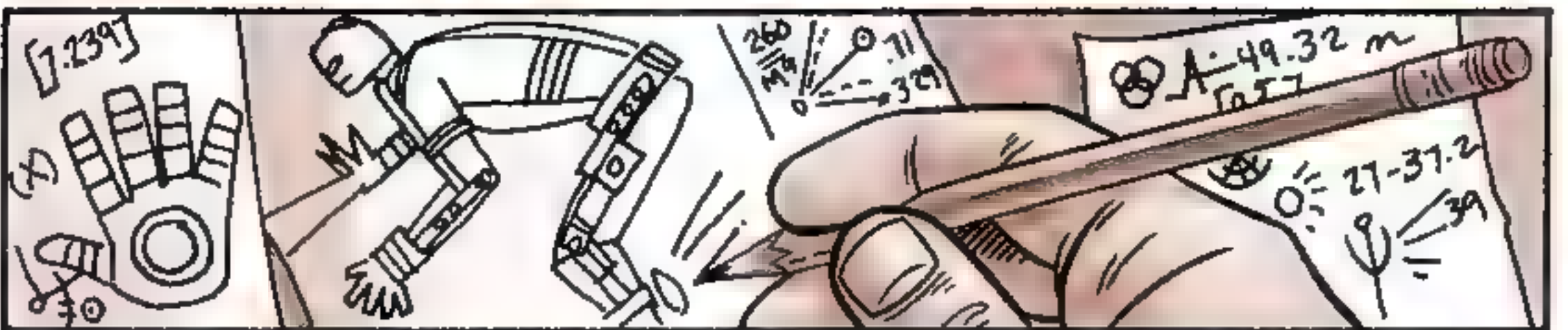
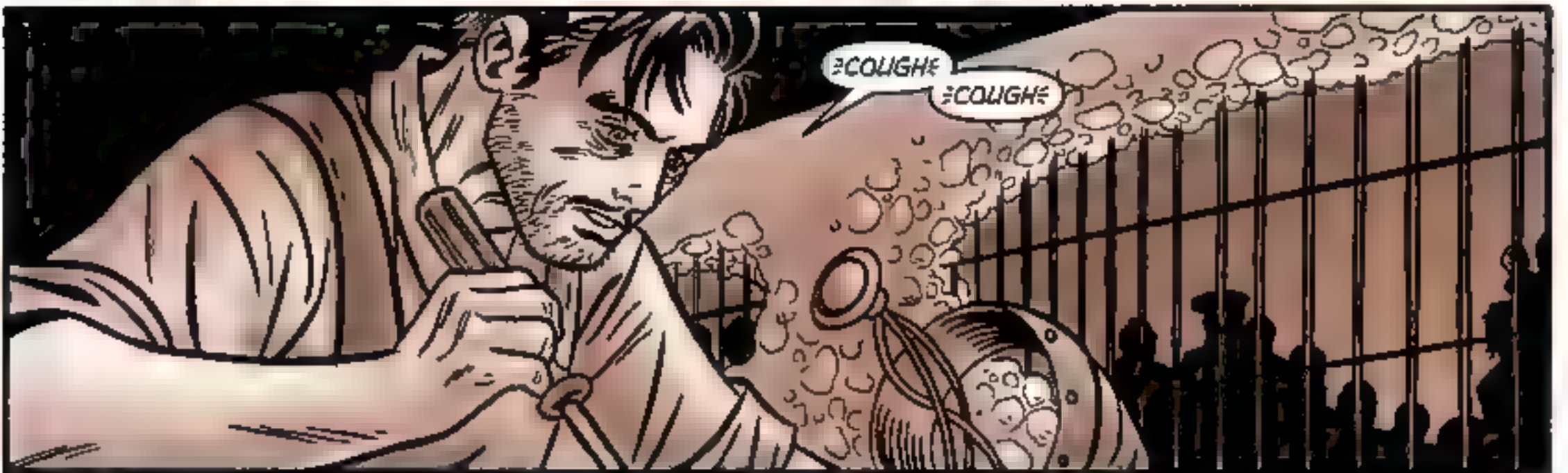
...UNDER THE OPPRESSIVE THUMB OF A DICTATORSHIP THAT NOT ONLY WILL NO OTHER COUNTRY OPPOSE...

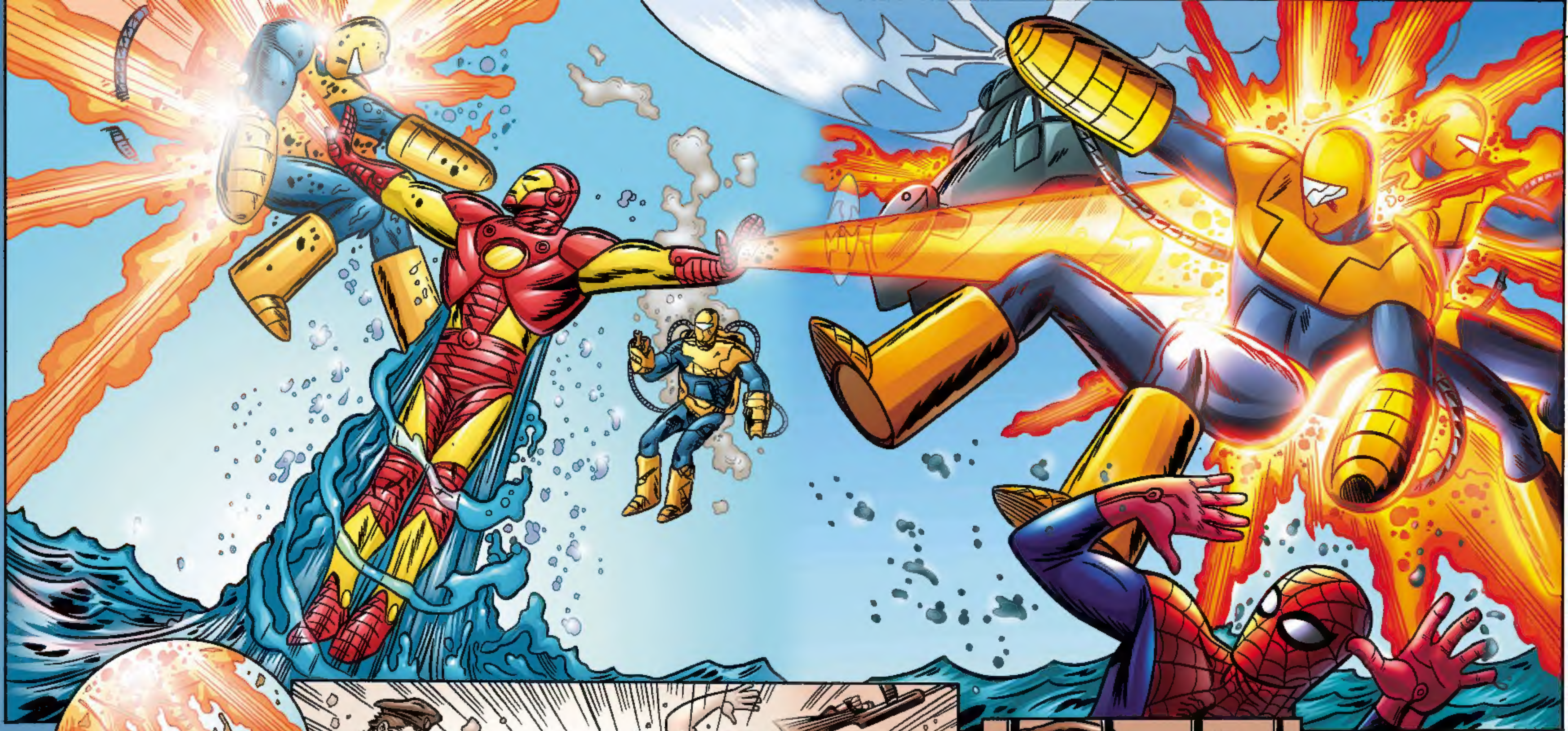


...BUT THAT MOST COUNTRIES, LIKE AMERICA, WITH PEOPLE LIKE YOURSELF, EAGERLY SEEKING OUT BUSINESS DEALS AND FINANCIAL RELATIONSHIPS WITH.









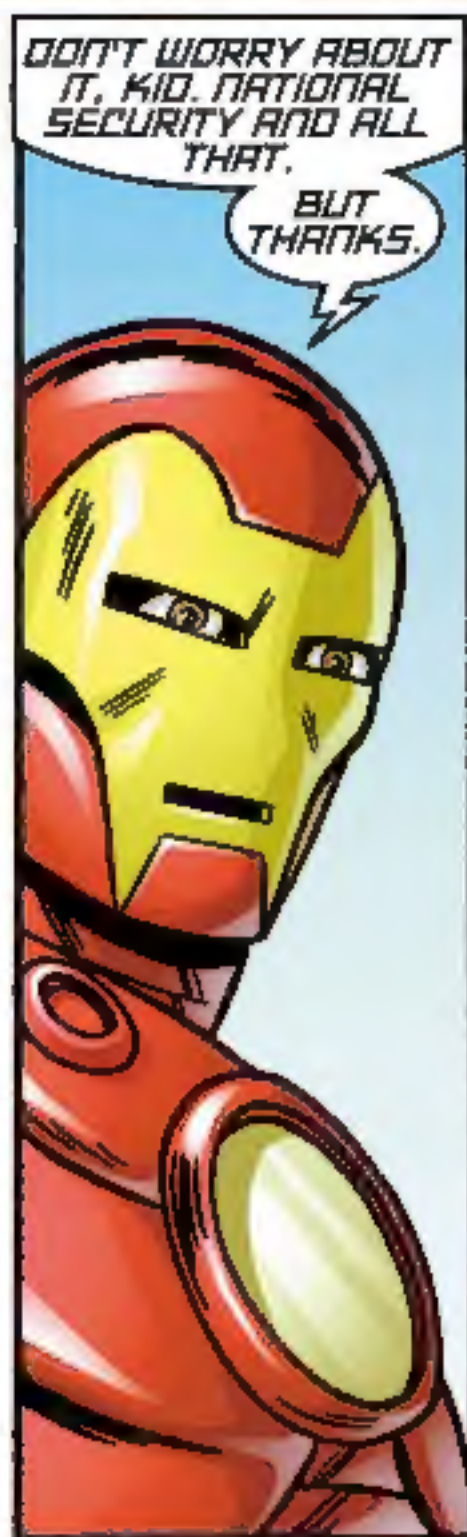
"THIS JUST IN..."

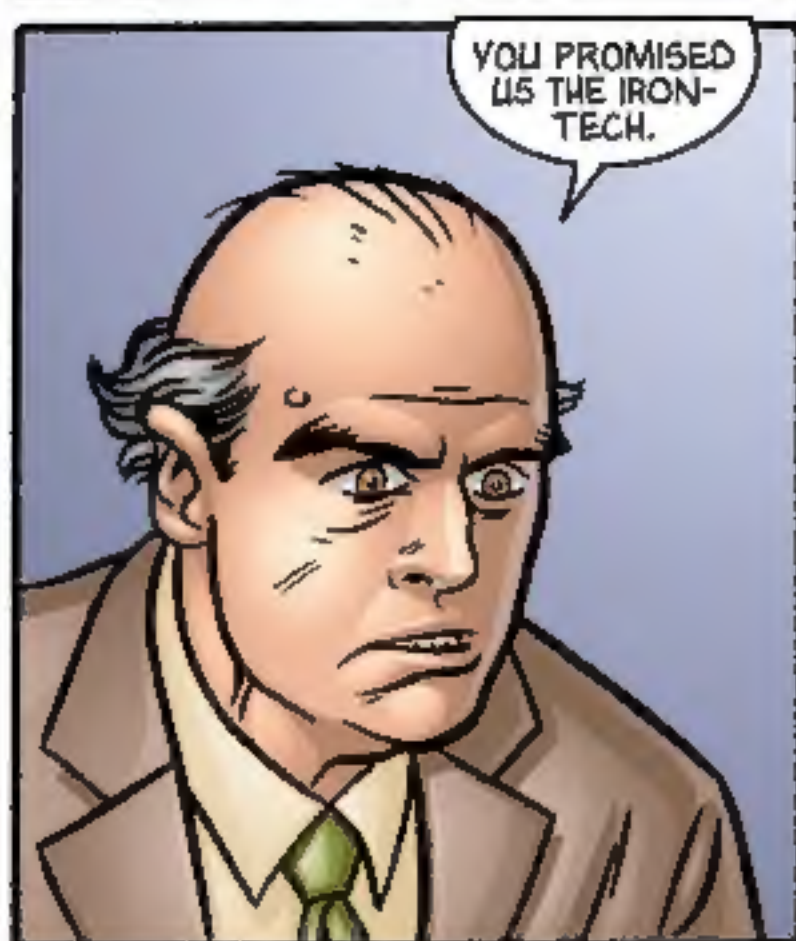
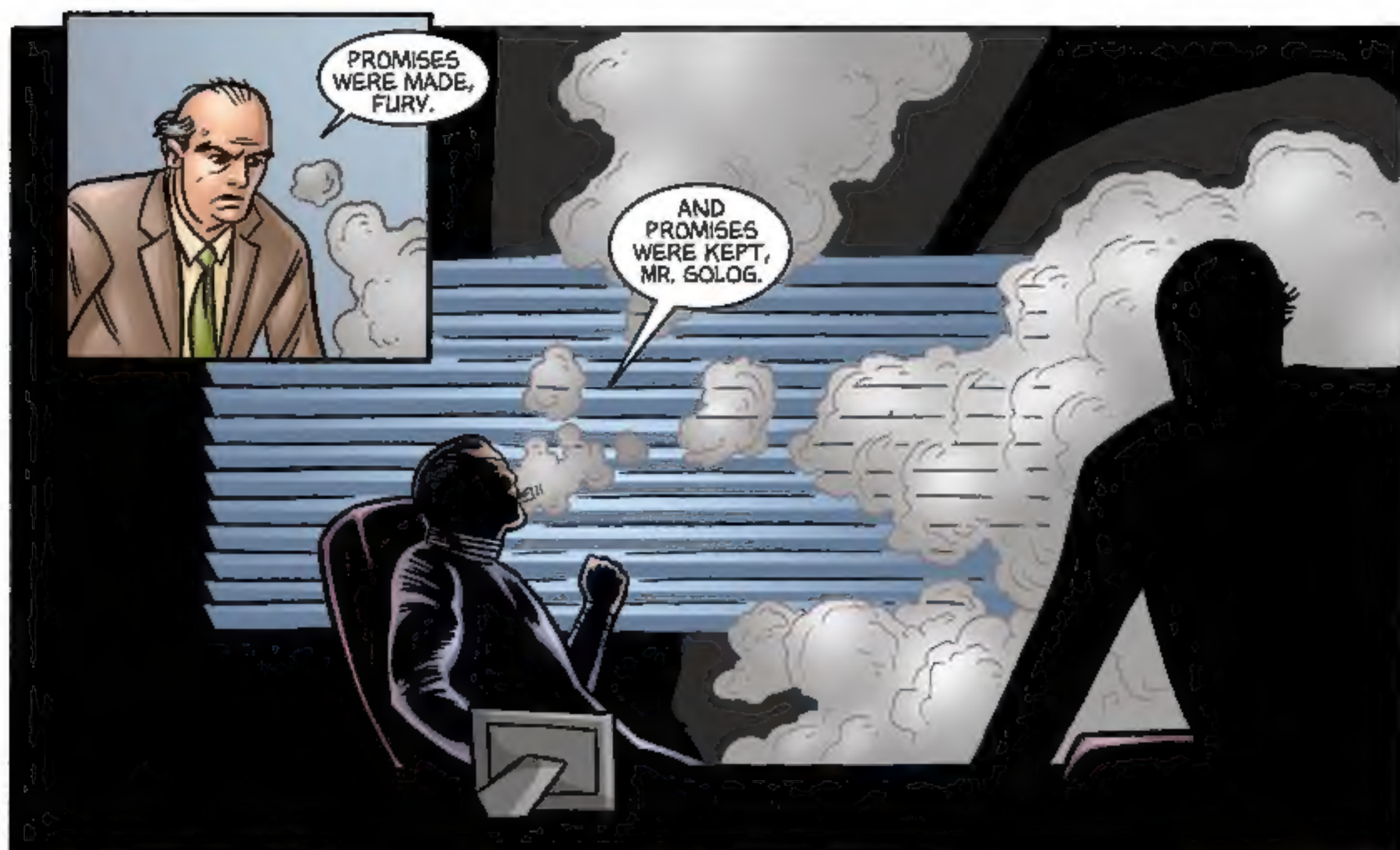
"AMAZING NEWS FROM THE JUNGLES OF GUATEMALA."

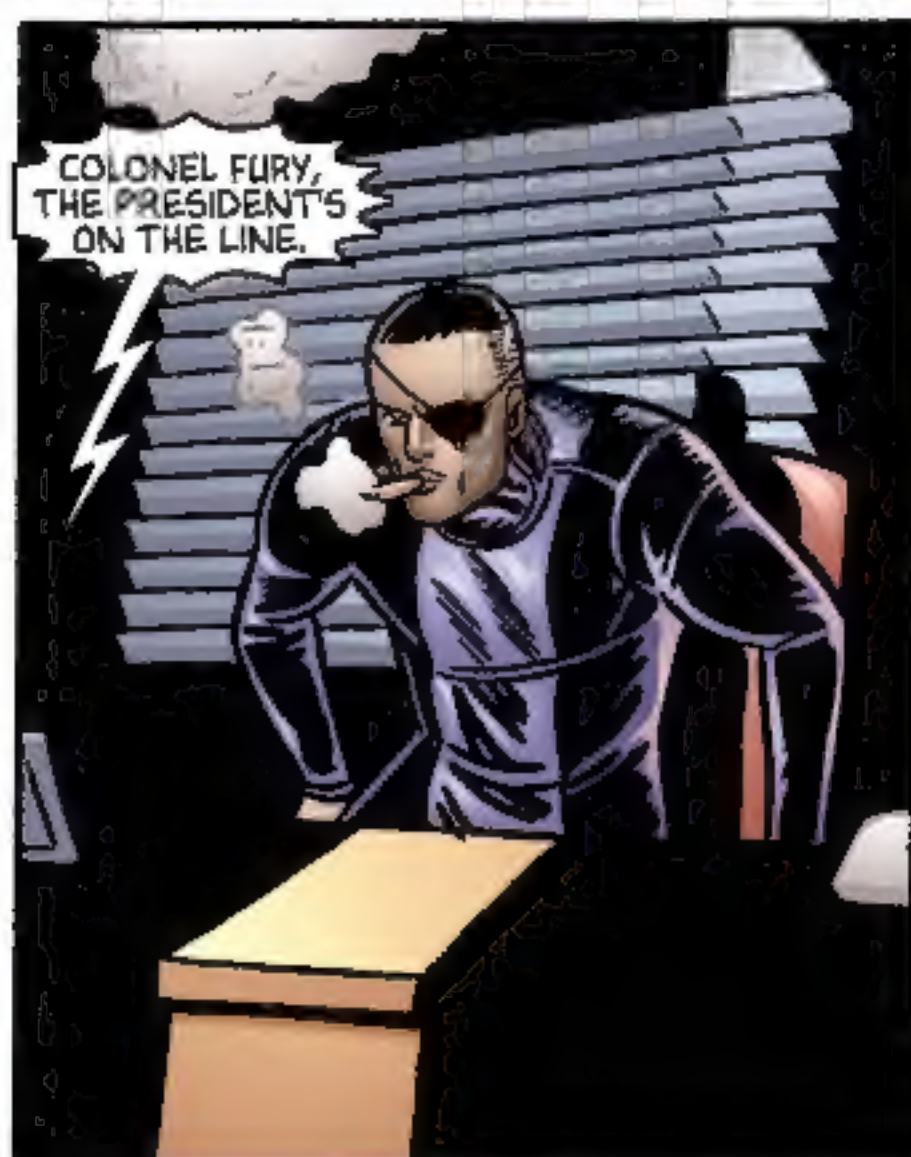
"WE ARE RECEIVING REPORTS THAT THE PASSENGERS OF FLIGHT 409 HAVE BEEN FOUND."

"DETAILS ARE COMING IN THAT..."









NEXT: THE PUNISHER